

IT IS SO ORDERED.

Dated: 28 March, 2011 12:03 PM


RANDOLPH BAXTER
UNITED STATES BANKRUPTCY JUDGE

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF OHIO
EASTERN DIVISION**

In re)	Chapter 11
)	
Kiebler Recreation, LLC)	Case No. 10-15099
dba Peek’N Peak Resort & Spa)	
)	Judge Baxter
Debtor.)	
)	

**STIPULATION AND AGREED ORDER EXTENDING: FINAL ORDER
AUTHORIZING THE USE OF CASH COLLATERAL
AND GRANTING ADEQUATE PROTECTION**

This matter having come before the Court upon the stipulation of Debtor Kiebler Recreation, LLC, the Official Committee of Unsecured Creditors, and The Huntington National Bank for the entry of an order (the “Extension Order”) extending the terms of that certain Final Order Authorizing the Use of Cash Collateral and Granting Adequate Protection, dated as of December 7, 2010, as amended (the “Final Cash Collateral Order”) [docket # 418],¹ and the

¹ The Final Cash Collateral Order was subsequently amended by that certain Stipulation and Agreed Order Extending Certain Dates and Deadlines in this Chapter 11 Case, dated as of February 11, 2011 [docket # 513].

Court finding that good cause exists for the entry of this Extension Order, it is hereby ADJUDGED, DECREED AND

ORDERED that the second “ORDERED” paragraph on page 2 of the Final Cash Collateral Order is hereby amended to state as follows: “The Debtor is authorized to use Cash Collateral to operate the Debtor’s business in the ordinary course, including to pay its actual, necessary, ordinary course operating expenses, from the date of this Order through April 30, 2011, pursuant to section 363(c)(2) of the Bankruptcy Code; provided that the Debtor is authorized to use Cash Collateral only for the payment of, or reimbursement for budgeted expenses, on a cumulative basis, as contained in the budget attached hereto as Exhibit A (the “Budget”), through April 30, 2011”; and it is further

ORDERED that the Debtor is authorized and directed to make a payment of \$30,000 to Huntington on April 1, 2011 (the “Payment”);² and it is further

ORDERED that the Payment is made in exchange for Huntington's consent to the extension of the Debtor’s ability to use Cash Collateral; the Parties reserve all rights concerning the application of the Payment and its characterization as an adequate protection payment or otherwise; and it is further

ORDERED that notwithstanding anything contrary contained in the Budget, Huntington does not consent to the payment of any professional fees due to any Court-approved professional, other than as authorized pursuant to Order of the Court, or to any carveout for the payment of such professional fees, except that Huntington waives any objection to payment of professional fees on the basis that such payments are barred due to Huntington's interest in Cash Collateral; and it is further

² Pursuant to prior agreed orders, the Court has authorized the Debtor to make monthly payments to Huntington.

ORDERED in all other respects, the Final Collateral Order, as subsequently modified, including the extension of the Debtor's exclusive acceptance period only to April 13, 2011, shall remain in effect; and it is further

IT IS SO ORDERED.

#

Respectfully submitted by,

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**4Q10
Average
% of Cash
Receipts**

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	Revised 12/20/2010		Proj'd Totals 9.30.2010 thru 1.2.2011	New Budget for 1							
	12/26/10	1/2/11		1/9/11	1/16/11	1/23/11	1/30/11	2/6/11	2/13/11	2/20/11	2/27/11
Beginning Cash Balance	(7,102)	(13,282)	202,723	296,200	810,542	695,300	921,724	807,532	435,134	311,148	886,572
Cash Receipts											
Total Cash Receipts	<u>528,900</u>	<u>950,000</u>	<u>4,572,661</u>	<u>1,195,000</u>	<u>750,000</u>	<u>950,000</u>	<u>550,000</u>	<u>575,000</u>	<u>650,000</u>	<u>1,175,000</u>	<u>775,000</u>
Less: Cash Collected on Behalf of Other Parties											
Sales / Use Tax	100,000	50,000	258,129	-	-	60,000	130,000	-	-	60,000	136,000
Occupancy Tax	-	-	52,807	-	-	46,000	-	-	-	-	-
Condo Rental Program (65% net of fees)	14,000	-	108,876	-	-	167,000	-	-	-	167,000	-
Sewage System & Water Company Costs	-	-	5,201	250	250	250	250	250	250	250	250
Golf Merchandise Paid to Pro (95%)	-	-	15,095	-	-	-	-	-	-	-	-
Total Payments of Cash Collected on Behalf of C	<u>114,000</u>	<u>50,000</u>	<u>440,108</u>	<u>250</u>	<u>250</u>	<u>273,250</u>	<u>130,250</u>	<u>250</u>	<u>250</u>	<u>227,250</u>	<u>136,250</u>
Net Cash Receipts Relating to Peek'n Peak Op	<u>414,900</u>	<u>900,000</u>	<u>4,132,553</u>	<u>1,194,750</u>	<u>749,750</u>	<u>676,750</u>	<u>419,750</u>	<u>574,750</u>	<u>649,750</u>	<u>947,750</u>	<u>638,750</u>
Cash Disbursements Relating to Peek'n Peak Operator											
Personnel											
Salaries & Wages	160,000	190,000	1,614,166	199,000	197,000	206,000	193,000	190,000	215,000	220,000	187,000
Taxes & Benefits	3,000	51,000	194,491	6,000	3,000	3,000	42,000	6,000	3,000	3,000	42,000
Total Personnel	<u>163,000</u>	<u>241,000</u>	<u>1,808,657</u>	<u>205,000</u>	<u>200,000</u>	<u>209,000</u>	<u>235,000</u>	<u>196,000</u>	<u>218,000</u>	<u>223,000</u>	<u>229,000</u>
Operations											
General Hotel, Ski, and Operations Costs	20,000	30,000	204,181	60,000	55,000	30,000	15,000	17,000	15,000	25,000	10,000
Food	50,000	55,000	428,761	75,000	60,000	60,000	87,869	60,000	75,000	60,000	50,000
Beverage - Beer / Liquor	8,000	10,000	56,409	20,000	22,000	23,000	15,000	15,000	15,000	20,000	10,000
Purchases for Resale	3,500	4,000	47,837	25,000	25,000	25,000	25,000	10,000	10,000	10,000	10,000
Ski Maintenance & Supplies	15,000	15,000	186,106	10,000	10,000	5,000	5,000	5,000	5,000	4,000	3,000
Golf Supplies and Maintenance Costs	-	-	33,491	500	500	500	500	500	500	500	500
Spa Supplies	1,000	-	2,733	500	-	500	-	500	-	500	-
Fuel Purchases	6,000	6,000	70,029	8,000	8,000	8,000	8,000	8,000	8,000	8,000	8,000
Repairs & Maintenance	6,000	10,000	54,635	5,000	5,000	5,000	5,000	2,000	2,000	2,000	2,000
Sales & Marketing	2,500	2,500	76,910	10,000	10,000	10,000	10,000	10,000	5,000	5,000	5,000
Total Operations	<u>112,000</u>	<u>132,500</u>	<u>1,161,092</u>	<u>214,000</u>	<u>195,500</u>	<u>167,000</u>	<u>171,360</u>	<u>128,000</u>	<u>135,500</u>	<u>135,000</u>	<u>98,500</u>
Leases											
Operating Leases											
Office Equip. Leases	-	-	15,461	-	114	-	-	-	1,336	-	-
Vehicle & Equipment Leases	-	-	(3,798)	-	-	-	-	-	-	-	-
Snowmaking Equipment Lease	-	37,748	75,496	37,748	-	-	-	37,748	-	-	-
Total Operating Leases	<u>-</u>	<u>37,748</u>	<u>87,159</u>	<u>37,748</u>	<u>114</u>	<u>-</u>	<u>-</u>	<u>37,748</u>	<u>1,336</u>	<u>-</u>	<u>-</u>
Capital Leases											
GE Capital (Shuttles)	-	-	2,795	-	-	-	-	-	-	-	-
HNB (2 Chevy Trucks)	795	-	2,385	-	-	795	-	-	-	795	-
GMAC (2)	531	633	11,788	-	-	531	633	-	-	531	633
Leasenet (Quarterly in advance)	-	25,611	51,222	-	-	-	-	-	-	-	-
Textron Leases (No Payments March, April, May)	-	33,436	66,872	-	16,718	-	16,718	-	-	-	16,718
Everbank (FKA Tygris) Lease	-	33,780	56,300	11,260	11,260	-	11,260	-	-	-	11,260
Total Capital Leases	<u>1,326</u>	<u>93,460</u>	<u>191,362</u>	<u>11,260</u>	<u>27,978</u>	<u>1,326</u>	<u>28,611</u>	<u>-</u>	<u>-</u>	<u>1,326</u>	<u>28,611</u>
General & Administrative											
Bank Charges	-	-	2,549	2,000	-	-	-	2,000	-	-	-
General Business Insurance	133,194	8,500	255,350	-	-	-	83,071	-	-	-	83,071
Worker's Comp Insurance	-	-	20,098	-	-	60,000	-	-	-	-	20,000
Postage	500	500	8,636	500	-	500	-	500	-	500	-
Office Supplies	1,000	1,000	14,551	500	500	500	500	500	500	500	500
Information Technology	4,000	4,000	50,118	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500
Telecom Projects	2,200	2,200	8,342	-	-	-	-	-	-	-	-
Travel & Mileage	360	360	4,440	400	400	400	400	400	400	400	400
Total General & Administrative	<u>141,254</u>	<u>16,560</u>	<u>364,083</u>	<u>5,900</u>	<u>3,400</u>	<u>63,900</u>	<u>86,471</u>	<u>5,900</u>	<u>3,400</u>	<u>3,900</u>	<u>106,471</u>
Utilities											
Cable & Internet	3,500	5,500	31,601	-	-	8,600	-	-	-	8,600	-
Electric	-	1,500	149,195	150,000	-	-	-	148,000	-	-	-
Natural Gas	-	8,000	38,108	2,000	-	-	12,000	2,000	-	-	10,000
Telephone	-	250	8,602	4,000	-	-	-	4,000	-	-	-
Security System	-	-	571	-	-	-	-	-	-	-	-
Trash Disposal	-	1,000	3,975	500	500	500	500	500	500	500	500
Total Utilities	<u>3,500</u>	<u>16,250</u>	<u>232,053</u>	<u>156,500</u>	<u>500</u>	<u>9,100</u>	<u>12,500</u>	<u>154,500</u>	<u>500</u>	<u>9,100</u>	<u>10,500</u>
Payments of Real Estate Taxes and Development Asses											
Chautauqua County Taxes	-	-	-	-	-	-	-	165,000	-	-	-
Clymer School Taxes	-	-	-	-	-	-	-	200,000	-	-	-
Developer Assessment Fees	-	23,000	55,569	-	-	-	-	-	-	-	-
Total Payments of Real Estate Taxes and Develo	<u>-</u>	<u>23,000</u>	<u>55,569</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>365,000</u>	<u>-</u>	<u>-</u>	<u>-</u>
Total Disbursements Relating to Peek'n Peak	<u>421,080</u>	<u>560,518</u>	<u>3,899,976</u>	<u>630,408</u>	<u>427,492</u>	<u>450,326</u>	<u>533,942</u>	<u>887,148</u>	<u>358,736</u>	<u>372,326</u>	<u>473,082</u>
Net Operating Cash Flow	<u>(6,180)</u>	<u>339,482</u>	<u>232,576</u>	<u>564,342</u>	<u>322,258</u>	<u>226,424</u>	<u>(114,192)</u>	<u>(312,398)</u>	<u>291,014</u>	<u>575,424</u>	<u>165,668</u>
Debt Service											
HNB - \$1.44 Million	-	-	-	-	-	-	-	-	-	-	-
HNB - Ridgeview	-	-	-	-	-	-	-	-	-	-	-
HNB - \$4.19 Million	-	-	-	-	-	-	-	-	-	-	-
HNB - \$6.81 Million	-	-	-	-	-	-	-	-	-	-	-
HNB - \$1.00 Million LOC	-	-	-	-	-	-	-	-	-	-	-
PNC - Fairways	-	-	-	-	-	-	-	-	-	-	-
HNB - Payments made Under Agreement per 8th CCC	-	-	90,000	50,000	-	-	-	60,000	-	-	-
Total Debt Service on Term Loans	<u>-</u>	<u>-</u>	<u>90,000</u>	<u>50,000</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>60,000</u>	<u>-</u>	<u>-</u>	<u>-</u>
Net Operating Cash Flow After Debt Service	<u>(6,180)</u>	<u>339,482</u>	<u>142,576</u>	<u>514,342</u>	<u>322,258</u>	<u>226,424</u>	<u>(114,192)</u>	<u>(372,398)</u>	<u>291,014</u>	<u>575,424</u>	<u>165,668</u>
Chapter 11 Administrative and Professional Fees											
Debtor Legal Fees (Thompson Hine)	-	-	-	-	250,000	-	-	-	250,000	-	137,500
Debtor Legal Fees (Schaack Nelson)	-	-	-	-	7,500	-	-	-	-	-	-
Debtor Appraiser (Hotel & Leisure Advisors directly and to Apollo for reimbursement for retainer)	-	30,000	41,957	-	15,000	-	-	-	-	-	-
Debtor Financial Advisor (Inglewood)	-	-	-	-	75,000	-	-	-	75,000	-	10,000
Unsecured Creditors - Hahn Loeser	-	-	-	-	60,000	-	-	-	60,000	-	5,000
Unsecured Creditors Financial - McGladery	-	-	-	-	30,000	-	-	-	30,000	-	-
U. S. Trustee Fees	-	-	7,142	-	-	-	-	-	-	-	13,000
Total Chapter 11 Administrative and Professiona	<u>-</u>	<u>30,000</u>	<u>49,099</u>	<u>-</u>	<u>437,500</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>415,000</u>	<u>-</u>	<u>165,500</u>
Net Cash Flow	<u>(6,180)</u>	<u>309,482</u>	<u>93,477</u>	<u>514,342</u>	<u>(115,242)</u>	<u>226,424</u>	<u>(114,192)</u>	<u>(372,398)</u>	<u>(123,986)</u>	<u>575,424</u>	<u>168</u>
Ending Cash Balance	<u>(13,282)</u>	<u>296,200</u>	<u>296,200</u>	<u>810,542</u>	<u>695,300</u>	<u>921,724</u>	<u>807,532</u>	<u>435,134</u>	<u>311,148</u>	<u>886,572</u>	<u>886,740</u>
		(677)									

	1st Quarter of 2011 as of 12.20.2010									Proj'd Totals 1.3.2011 thru 5.1.2011	Proj'd Totals 9.30.2010 thru 5.1.2011
	3/6/11	3/13/11	3/20/11	3/27/11	4/3/11	4/10/11	4/17/11	4/24/11	5/1/11		
Beginning Cash Balance	886,740	1,029,842	1,192,767	1,017,391	927,777	709,979	667,515	521,903	421,483	296,200	202,723
Cash Receipts											
Total Cash Receipts	631,000	558,800	260,200	270,500	95,900	131,200	135,600	113,000	126,300	8,942,500	13,515,161
Less: Cash Collected on Behalf of Other Parties											
Sales / Use Tax	-	-	5,000	61,000	-	-	5,000	24,000	-	481,000	739,129
Occupancy Tax	-	-	-	-	-	-	80,000	-	-	126,000	178,807
Condo Rental Program (65% net of fees)	-	-	239,500	-	-	-	91,000	-	-	664,500	773,376
Sewage System & Water Company Costs	250	250	250	250	250	250	250	250	250	4,250	9,451
Golf Merchandise Paid to Pro (95%)	-	-	-	-	-	-	-	500	500	1,000	16,095
Total Payments of Cash Collected on Behalf of C	250	250	244,750	61,250	250	250	176,250	24,750	750	1,276,750	1,716,858
Net Cash Receipts Relating to Peek'n Peak Op	630,750	558,550	15,450	209,250	95,650	130,950	(40,650)	88,250	125,550	7,665,750	11,798,303
Cash Disbursements Relating to Peek'n Peak Operator											
Personnel											
Salaries & Wages	186,000	153,000	133,000	112,000	78,000	72,000	73,000	76,000	80,000	2,570,000	4,184,166
Taxes & Benefits	6,000	3,000	3,000	40,000	6,000	3,000	3,000	50,000	6,000	228,000	422,491
Total Personnel	192,000	156,000	136,000	152,000	84,000	75,000	76,000	126,000	86,000	2,798,000	4,606,657
Operations											
General Hotel, Ski, and Operations Costs	10,000	8,000	8,000	5,000	5,000	5,000	5,000	5,000	8,000	286,000	490,181
Food	40,000	30,000	20,000	10,000	5,000	10,000	10,000	10,000	15,000	677,860	1,106,621
Beverage - Beer / Liquor	8,000	5,000	2,000	2,000	-	-	500	500	1,000	159,000	215,409
Purchases for Resale	2,000	2,000	-	-	-	-	-	500	500	145,000	192,837
Ski Maintenance & Supplies	2,500	2,500	2,500	-	-	-	-	-	-	54,500	240,606
Golf Supplies and Maintenance Costs	500	500	500	500	500	1,000	1,000	1,000	1,000	10,500	43,991
Spa Supplies	500	-	500	-	-	-	-	-	-	3,000	5,733
Fuel Purchases	5,000	5,000	3,000	3,000	3,000	3,000	3,000	3,000	3,000	95,000	165,029
Repairs & Maintenance	2,000	2,000	2,000	1,000	1,000	1,000	1,000	1,000	1,000	40,000	94,635
Sales & Marketing	2,500	2,500	2,500	-	-	1,000	1,000	1,000	2,500	78,000	154,910
Total Operations	73,000	57,500	41,000	21,500	14,500	21,000	21,500	22,000	32,000	1,548,860	2,709,952
Leases											
Operating Leases											
Office Equip. Leases	-	114	-	-	-	114	-	-	-	1,678	17,139
Vehicle & Equipment Leases	-	-	-	-	-	-	-	-	-	-	(3,798)
Snowmaking Equipment Lease	37,748	-	-	-	37,748	-	-	-	-	150,992	226,488
Total Operating Leases	37,748	114	-	-	37,748	114	-	-	-	152,670	239,829
Capital Leases											
GE Capital (Shuttles)	-	-	-	-	-	-	-	-	-	-	2,795
HNB (2 Chevy Trucks)	-	-	795	-	-	-	795	-	-	3,180	5,565
GMAC (2)	-	-	531	633	-	-	531	633	-	16,444	4,656
Leasenet (Quarterly in advance)	-	25,611	-	-	-	-	-	-	-	25,611	76,833
Textron Leases (No Payments March, April, May)	-	-	-	-	-	-	-	-	-	50,154	117,026
Everbank (FKA Tygris) Lease	-	-	-	11,260	-	-	-	11,260	-	67,560	123,860
Total Capital Leases	-	25,611	1,326	11,893	-	-	1,326	11,893	-	151,161	342,523
General & Administrative											
Bank Charges	2,000	-	-	-	2,000	-	-	-	-	8,000	10,549
General Business Insurance	-	-	-	83,071	-	-	-	-	-	249,213	504,563
Worker's Comp Insurance	-	-	-	20,000	-	-	-	20,000	-	120,000	140,098
Postage	500	-	-	-	500	-	-	-	500	3,500	12,136
Office Supplies	500	500	-	-	250	-	250	-	250	5,750	20,301
Information Technology	10,000	3,000	3,000	2,000	-	-	1,000	1,000	2,000	42,000	92,118
Telecom Projects	-	-	-	-	-	-	-	-	-	-	8,342
Travel & Mileage	400	400	400	400	200	200	200	200	200	5,800	10,240
Total General & Administrative	13,400	3,900	3,400	105,471	2,950	200	1,450	21,200	2,950	434,263	798,346
Utilities											
Cable & Internet	-	-	8,600	-	-	-	3,236	5,377	-	34,413	66,014
Electric	105,000	-	-	-	-	75,000	-	-	-	478,000	627,195
Natural Gas	2,000	-	-	8,000	-	1,500	-	-	4,000	41,500	79,608
Telephone	4,000	-	-	-	-	600	1,200	2,200	-	16,000	24,602
Security System	-	-	-	-	-	-	-	-	-	-	571
Trash Disposal	500	-	500	-	250	-	250	-	250	5,750	9,725
Total Utilities	111,500	-	9,100	8,000	250	77,100	4,686	7,577	4,250	575,663	807,716
Payments of Real Estate Taxes and Development Asses											
Chautauqua County Taxes	-	-	-	-	-	-	-	-	-	165,000	165,000
Clymer School Taxes	-	-	-	-	-	-	-	-	-	200,000	200,000
Developer Assessment Fees	-	-	-	-	26,500	-	-	-	-	26,500	82,069
Total Payments of Real Estate Taxes and Develo	-	-	-	-	26,500	-	-	-	-	391,500	447,069
Total Disbursements Relating to Peek'n Peak	427,648	243,125	190,826	298,864	165,948	173,414	104,962	188,670	125,200	6,052,117	9,952,093
Net Operating Cash Flow	203,102	315,425	(175,376)	(89,614)	(70,298)	(42,464)	(145,612)	(100,420)	350	1,613,633	1,846,209
Debt Service											
HNB - \$1.44 Million	-	-	-	-	-	-	-	-	-	-	-
HNB - Ridgeview	-	-	-	-	-	-	-	-	-	-	-
HNB - \$4.19 Million	-	-	-	-	-	-	-	-	-	-	-
HNB - \$6.81 Million	-	-	-	-	-	-	-	-	-	-	-
HNB - \$1.00 Million LOC	-	-	-	-	-	-	-	-	-	-	-
PNC - Fairways	-	-	-	-	-	-	-	-	-	-	-
HNB - Payments made Under Agreement per 8th CCC	60,000	-	-	-	-	-	-	-	-	170,000	260,000
Total Debt Service on Term Loans	60,000	-	-	-	-	-	-	-	-	170,000	260,000
Net Operating Cash Flow After Debt Service	143,102	315,425	(175,376)	(89,614)	(70,298)	(42,464)	(145,612)	(100,420)	350	1,443,633	1,586,209
Chapter 11 Administrative and Professional Fees											
Debtor Legal Fees (Thompson Hine)	-	137,500	-	-	137,500	-	-	-	137,512	1,050,012	1,050,012
Debtor Legal Fees (Schaack Nelson)	-	-	-	-	-	-	-	-	-	7,500	7,500
Debtor Appraiser (Hotel & Leisure Advisors directly and to Apollo for reimbursement for retainer)	-	-	-	-	-	-	-	-	-	15,000	56,957
Debtor Financial Advisor (Inglewood)	-	5,000	-	-	5,000	-	-	-	5,065	175,065	175,065
Unsecured Creditors - Hahn Loeser	-	5,000	-	-	5,000	-	-	-	5,413	140,413	140,413
Unsecured Creditors Financial - McGladery	-	5,000	-	-	-	-	-	-	5,053	70,053	70,053
U. S. Trustee Fees	-	-	-	-	-	-	-	-	13,000	26,000	33,142
Total Chapter 11 Administrative and Professiona	-	152,500	-	-	147,500	-	-	-	166,043	1,484,043	1,533,142
Net Cash Flow	143,102	162,925	(175,376)	(89,614)	(217,798)	(42,464)	(145,612)	(100,420)	(165,693)	(40,410)	53,067
Ending Cash Balance	1,029,842	1,192,767	1,017,391	927,777	709,979	667,515	521,903	421,483	255,790	255,790	255,790